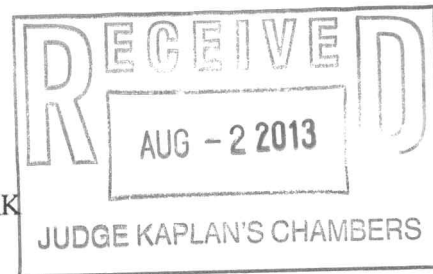


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DATE FILED: 8/12/13

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK



U.S. Bank National Association, solely as
Escrow Agent and not in its individual capacity

Plaintiff,

v.

EMCOR Group, Inc. and Transfield Services
(Delaware) General Partnership,

Defendants.

Case No. 13 CV 3430 (LAK)

**STIPULATION AND ~~PROPOSED~~ ORDER
DISCHARGING U.S. BANK NATIONAL
ASSOCIATION**

Plaintiff U.S. Bank National Association, as Escrow Agent, ("U.S. Bank") and Defendants EMCOR Group, Inc. ("EMCOR") and Transfield Services (Delaware) General Partnership ("Transfield"), through their attorneys, stipulate and agree as follows:

1. U.S. Bank is authorized to and shall deposit with the Court within fourteen (14) days after the date of entry of this Order the Escrow Funds as defined in the Complaint, which on July 22, 2013 was in the amount of \$9,007,669.92.
2. The Escrow Funds promptly thereafter shall be transferred into an interest bearing account.
3. Upon deposit with the Court of the Escrow Funds in the amount of \$9,007,669.92 plus any accrued interest, U.S. Bank shall be discharged from all other or further liability related to the Escrow Agreement or the Escrow Funds and shall be dismissed from this litigation.
4. EMCOR and Transfield shall each pay to U.S. Bank within 30 days the sum of \$9,696.08, for a total of \$19,392.16, with each payment representing one-half of U.S. Bank's reimbursable costs and fees not previously reimbursed by EMCOR and Transfield.

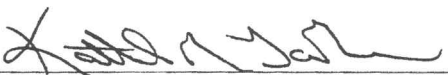
5. EMCOR and Transfield shall, going forward, abide by Section 8(h) of the Escrow Agreement relating to the reimbursement of "reasonable and properly documented out of pocket costs" incurred by the Escrow Agent in connection with this action.

6. This stipulation shall not be construed to affect entitlement to the Escrow Funds by EMCOR or Transfield *inter se*.

7. This stipulation may be executed in counterparts, which, when taken together, shall constitute a single document. Signatures transmitted by electronic means shall be valid as originals.

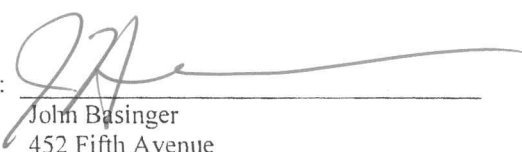
Dated: August 1, 2013

SHIPMAN & GOODWIN LLP

By: 
Kathleen M. LaManna
One Constitution Plaza
Hartford, CT 06103
Tel: (860) 251-5000
Fax: (860) 251-5218

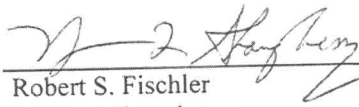
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Attorneys for EMCOR Group, Inc.

SO ORDERED:

By: 
United States District Judge

8/9/13